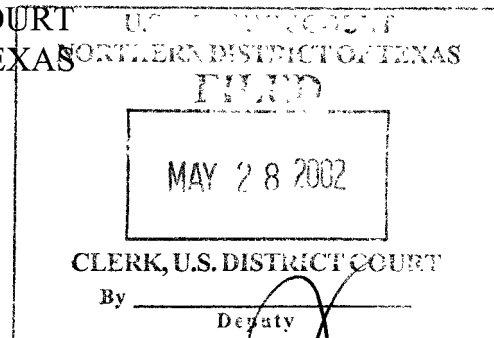


IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



NATIONAL BRAND LICENSING INC., §
§
Plaintiff, §

VS. §

WILLIAMSON-DICKIE §
MANUFACTURING COMPANY, A §
Texas Corporation, and WILLIAMSON- §
DICKIE MANUFACTURING §
COMPANY, A Delaware Corporation, §
§
Defendants §

Civil Action No. 3:02-CV-782-L

402 - CV - 0663 - A

**REPLY OF NATIONAL BRAND LICENSING,
INC. TO DEFENDANT'S COUNTERCLAIM**

TO THE HONORABLE JUDGE OF SAID COURT:

Plaintiff National Brand Licensing Inc. ("Plaintiff") submits this reply to the Counterclaim ("Counterclaim") filed by Defendant Williamson-Dickie Manufacturing Company ("Defendant"), and respectfully states as follows:

1. Plaintiff admits the allegations contained in sentences 1 and 2 in paragraph 28 of the Counterclaim. Plaintiff does not have sufficient knowledge or information to form a belief as to the truth of the allegations contained in sentence 3 in paragraph 28 of the Counterclaim.

A large, stylized handwritten mark, possibly a signature or initials, located at the bottom center of the page.

2. Plaintiff admits the allegations contained in sentences 1 and 2 in paragraph 29 of the Counterclaim. Plaintiff also admits that (a) the agreement between Plaintiff and Defendant was amended on or about May 29, 1991 and (b) the term of the agreement was modified, but denies all other allegations in sentence 3 in paragraph 29 on page 6 of the Counterclaim.

3. Plaintiff denies the allegations contained in the second paragraph 29 on page 7 of the Counterclaim.

4. Plaintiff admits that Defendant is seeking declaratory relief, but denies all other allegations in paragraph 30 of the Counterclaim.

5. Plaintiff admits that Defendant is seeking declaratory relief, but denies all other allegations in paragraph 31 of the Counterclaim.


6. Plaintiff does not have sufficient knowledge or information to form a belief as to the truth of the allegations contained in paragraph 32 of the Counterclaim.

WHEREFORE premises considered, Plaintiff respectfully requests that the Court enter an order:

- (1) dismissing with prejudice all claims against National Brand Licensing, Inc.;
- (2) awarding Plaintiff its necessary and reasonable attorneys' fees and costs; and
- (3) granting Plaintiff such other and further relief, both general and special, at law or in equity, to which it may show themselves entitled.

Respectfully submitted,

FIGARI DAVENPORT & GRAVES, L.L.P.

By: 
Ernest E. Figari, Jr.
State Bar No. 06983000
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ATTORNEYS FOR PLAINTIFF
NATIONAL BRAND LICENSING, INC.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Plaintiff's Original Answer to Defendant's Counterclaim has been sent via certified mail, return receipt requested, to counsel for Defendant, Mr. Daniel L. Bates, Decker, Jones, McMackin, McClane, Hall & Bates, P.C., 801 Cherry Street, Suite 2000, Fort Worth, Texas 76102-6836, on this 28th day of May, 2002.


Melissa A. Mitchell